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MARVEL TEAM-UP™
SPIDER-MAN®
AND THE
GUARDIANS OF THE GALAXY™



**FEAR
FROM A
FAR-FLUNG
FUTURE!**

Stan Lee
PRESENTS

SPIDER-MAN AND THE

GUARDIANS OF THE GALAXY

CHRIS CLAREMONT * BOB MCLEOD * JOE ROSEN * G. ROUSSOS * ALLEN MILGROM * JIM SHOOTER * FROM A PLOT BY
WRITER * GUEST ARTIST * LETTERER * COLORIST * EDITOR * EDITOR-IN-CHIEF * ALLYN BRODSKY

THIS IS THE D.R.C. TOWER...IT USED TO BE CALLED THE MAGNUM BUILDING, NAMED FOR THE MAN WHO BUILT IT, MOSES MAGNUM--FOUNDER AND ONE-TIME HEAD OF THE DETERRENCE RESEARCH CORPORATION.

MAGNUM'S BUSINESS WAS SELLING WEAPONS, EVERYTHING FROM SLING-SHOTS TO H-BOMBS. AND WHILE MAGNUM HIMSELF IS MISSING AND PRESUMED DEAD, THE CORPORATION HE LEFT BEHIND IS DOING BETTER THAN EVER--

-- A REALITY OF MODERN LIFE WHICH NO ONE REGRETS MORE THAN THE AMAZING SPIDER-MAN.

EVERY TIME I PASS THIS PLACE, I CAN'T HELP REMEMBERING THE PEOPLE MAGNUM MURDERED IN HIS SOUTH AMERICAN DEATH CAMP.

STORY OF THE YEAR!

THE PUNISHER AND I NAILED THE MAN FOR HIS CRIMES. ** BUT SOMEHOW, THE D.R.C. GOT OFF SCOT-FREE. I HATE TO SAY IT, BUT OCCASIONALLY JUSTICE CAN BE TOO BLIND FOR ITS OWN GOOD.

"SEE X-MEN #119 / "GIANT-SIZED SPIDER-MAN" #4 --AL

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I DON'T KNOW WHO'S WORSE-- THE GOONS WHO PULL THE TRIGGERS AND DROP THE BOMBS, OR THESE GHOULS IN THREE-PIECE SUITS WHO SELL THEM THE ARMS.

THERE'VE BEEN SOME RUMORS ON THE STREET LATELY THAT THE D.R.C. IS PLANNING SOME BIG, ILLEGAL OPERATION. I INTEND TO FIND OUT WHAT THEY'RE UP TO-- AND THEN STOP THEM COLD!

I'VE GOT TO WATCH MY STEP, THOUGH. THIS PLACE MAY LOOK LIKE AN ORDINARY SKYSCRAPER, BUT IN REALITY IT'S A FORTRESS ON FIFTH AVENUE.

UH-OH! MY SPIDER-SENSE IS TINGLING.

WHAT THE HECK?!

WHO'S HE?!

AND WHAT THE BLAZES IS HE DOING HERE?!

THE NAME IS LAWRENCE WHITTIER REYNOLDS III (KNOWN TO HIS VERY FEW FRIENDS-- AKA JOURNALISM STUDENT AT COLUMBIA UNIVERSITY...

...AND TO HEAR HIM TELL IT, GOD'S GIFT TO THE TV NEWS.

HAVING ACCIDENTALLY HEARD SOME OF THE SAME RUMORS AS SPIDER-MAN, HE'S COME TO THE D.R.C. TOWER IN SEARCH OF A STORY HE CAN FEASIBLE TO THE NETWORKS.

HE'S ABOUT TO FIND MORE THAN HE BARGAINED FOR.

GEEZ! VOICES-- SOMEONE'S COMIN'!

I'LL HIDE IN THIS CLOSET.

I'VE GOT NOTHING SO FAR. IF I LEAVE THE DOOR AJAR, MAYBE I CAN PICK UP A LEAD.

A MOMENT LATER, TWO MEN ENTER.

ONE IS DR. ERIC SALTER, A RENEGADE N.A.S.A. SCIENTIST.

THE OTHER IS YOUR CARLSON MAGNUM'S SUCCESSOR AS HEAD OF THE D.R.C.

AS YOU CAN SEE, MR. CARLSON, ALL IS IN HAND...



SHORTLY...

GEEZ! I THOUGHT THOSE GUYS WOULD NEVER LEAVE.

I GOTTA GET ALL I CAN ON TAPE WHILE I GOT THE CHANCE.

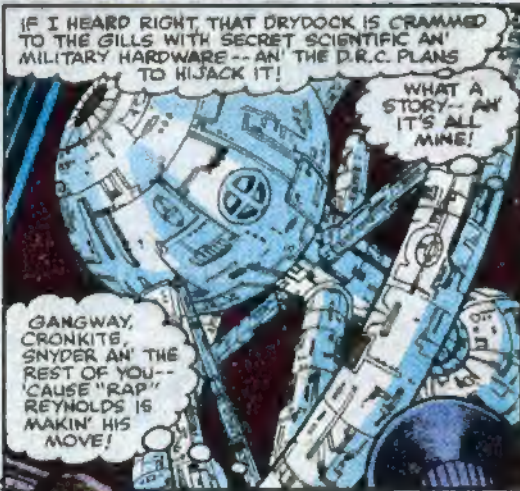


FROM WHAT THE OLD GEEZER IN THE LAB COAT SAID, I FIGURE I JUST HIT THE EVER-LOVIN' JACKPOT!



THE D.R.C. IS PLANNIN' A SPACE SHOT TO A PLACE CALLED "DRYDOCK," ORBITING THE EARTH OVER A THOUSAND MILES UP.

THIS ROOM IS SOME KIND A MISSION CONTROL CENTER.



IF I HEARD RIGHT, THAT DRYDOCK IS CRAMMED TO THE GILLS WITH SECRET SCIENTIFIC AN' MILITARY HARDWARE-- AN' THE D.R.C. PLANS TO HIJACK IT!

WHAT A STORY-- AN' IT'S ALL MINE!

GANGWAY, CRONKITS, SNYDER AN' THE REST OF YOU-- 'CAUSE "RAP" REYNOLDS IS MAKIN' HIS MOVE!



HUH?! WHAT'S THAT NOISE?!



FREEZE! WHOEVER YOU...

GEEZ!

FOR THE FIRST TIME IN "RAP" REYNOLDS' LIFE, WORDS FAIL HIM...



BY THE TANJ-- NO!

...AS HE FINDS HIMSELF STANDING FACE-TO-FACE WITH A MAN(?) WHO SPEAKS ENGLISH, YET WHOSE BODY IS MADE OF GLEAMING CRYSTAL.

"DAD" STARTS TO SPEAK, A THOUSAND QUESTIONS ON HIS LIPS, BUT THEN...

GEEZ--THE SECURITY ALARM!

THAT DIAMOND DUDE MUST HAVE SET IT OFF!

BRRRRRRNNNGGGG

HEY! WAIT--DON'T RUN, MISTER!

HOW 'BOUT AN INTERVIEW?

THE MYSTERIOUS BEING DOESN'T ANSWER AS HE BOLTS OUT THE DOOR...

...AND DOWN A SIDE CORRIDOR. AT THE MOMENT, HE'S TOO ANGRY WITH HIMSELF TO SPEAK, EVEN IF HE WANTED TO.

HIS NAME IS MARTINEK, DESCENDANT OF EARTH-HUMANS GENETICALLY ENGINEERED TO LIVE ON PLUTO.

HE'S FROM OUR FUTURE, YOU SEE, AND AMONG OTHER THINGS, HE'S A FOUNDED MEMBER--AND THE SCIENCE OFFICER--OF THE GUARDIANS OF THE GALAXY.*

*A TEAM OF 31ST CENTURY FREEDOM FIGHTERS WHO ARRIVED IN OUR ERA IN AVENGERS #167--GUARDIANS ARTIST EMERITUS AL.

STARHAWK, PULL ME UP--QUICKLY!

WE HEARD ALARMS, MARTINEK. WERE YOU DISCOVERED?

I'M AFRAID SO. NARROW'S BONES, I MADE MORE MISTAKES TONIGHT... THAN I'VE MADE IN MY ENTIRE LIFE!

HIS COMPANIONS ON THE ROOF ARE FELLOW GUARDIANS-- EACH, LIKE HIM, THE LAST SURVIVORS OF THEIR RESPECTIVE RACES. THE GIRL IS NINNY, BORN AND RAISED ON MERCURY.

YOU WERE RIGHT, STARHAWK. THIS DETERRENCE RESEARCH CORPORATION KNOWS OF OUR HEADQUARTERS, DRYDOCK.

THEY'RE PLANNING TO RAID IT!

THE... OTHER IS STARHAWK, CALLED BY SOME THE SAVIOR OF THE COSMOS.

THEIR INFORMATION IS DERIVED SOLELY FROM STOLEN SHIELD FILES. ALL WE HAVE TO DO TO PREVENT THEIR ASSAULT IS MOVE DRYDOCK TO A DIFFERENT ORBIT, WITH OUR CLOAKING DEVICES OPERATIONAL--AND WITHOUT THE SHIELD DATA TO GUIDE THEM--I DOUBT THEY'LL FIND US AGAIN.

I WAS ABOUT TO ERASE THEIR RECORD TAPES WHEN I WAS SEEN BY ANOTHER INTRUDER.

THE YOUTH WAS CARRYING A VIDEO-TAPE RECORDER. I FEAR HE PHOTOGRAPHED ME.

IF HE DID SO, THAT TAPE MUST BE DESTROYED.

NO SWEAT, MARTY.

WE CAN ALLOW NO RECORD TO BE MADE OF OUR PRESENCE ON EARTH.

YOU AN' STARHAWK HANDLE THE COMPUTERS, AND I'LL FIND THE SNEAKY SHUTTERBUG.

WE'RE PUSHING OUR LUCK, STARHAWK. ARE YOU ABSOLUTELY SURE WE HAVE TO ERASE THAT COMPUTER FILE?

ACCEPT THE WORD OF ONE WHO KNOWS, MY FRIEND, GIVEN KNOWLEDGE OF DRYDOCK, AND EVEN THE SLIGHTEST CLUE TO ITS WHEREABOUTS, THESE PEOPLE WILL MOVE HEAVEN AND EARTH TO FIND IT.

GIVEN ACCESS TO ITS TECHNOLOGY--ITS WEAPONS--THEY CAN CONQUER THIS WORLD...

...AND CHANGE HISTORY SO MUCH THAT WE MAY CEASE TO EXIST.

MEANWHILE...

GEEZ! THERE'S A SMALL ARMY GUARDIN' THIS PLACE.

SLOWLY, CAREFULLY "RAP" REYNOLDS RETRACES HIS STEPS THROUGH THE BUILDING. HE'S SCARED STIFF NOW--WITH GOOD REASON.

NOTHIN' IN HERE, JACKSON. THE OFFICE IS EMPTY!

AT FIRST THIS STUNT WAS FUN, ALMOST A GAME. BUT NOW THAT HAS CHANGED.

NOW, "RAD" REYNOLDS KNOWS HE'S RUNNING FOR HIS LIFE.

I KNEW BREAKING IN HERE
WOULD BE RISKY, BUT
THIS IS INSANE.

CARLSON'S
SECURITY
GUARDS
MEAN
BUSINESS.

I HEARD ONE OF THEM
SAY THEIR ORDERS WERE
TO SHOOT ON SIGHT.

THE SOONER
I'M ON THE
GROUND AND
ON MY WAY,
THE BETTER
I'LL LIKE IT.

HOME FREE! THOSE
CLOWNS WILL NEVER
CATCH ME NOW!

AND WHEN
THE NETWORKS
SEE WHAT I'VE
GOT ON TAPE --

--NOT JUST
CARLSON'S
PLANS--

--BUT SOME
KIND A'
MUTANT OR
ALIEN TO
BOOT--

--I'LL BE ABLE TO
NAME MY OWN PRI--

Y-YYYYY!!!

SURPRISE!

BOSS WANTS YOUR BACKPACK, KID, AN' HE WANTS YOU.
SO IF YOU GOT ANY PLANS FOR THE REST A' YOUR
LIFE -- FORGET 'EM.

SNAP!

C-CAN'T
WE, UH...
TALK
ABOUT
THIS?
PLEASE?

JOHNNY ANVIL
DON'T TALK, PUNK.

HE
BUSTS--

HEY!!

THWOOP!

NOT
TONIGHT,
HE DOESN'T

GEEZ!



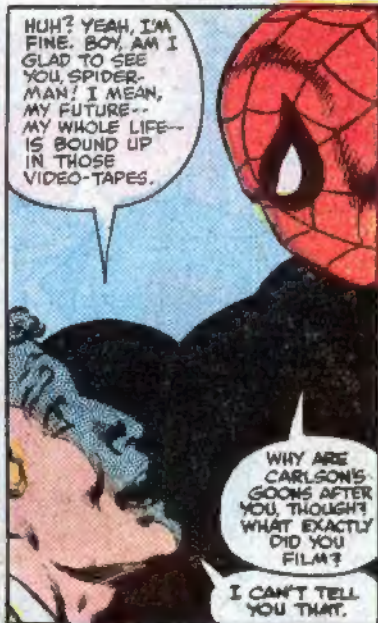
SPIDER-MAN!

YOU'RE IN BIG TROUBLE, MISTER. THAT KID'S A THIEF-- I WAS ONLY DOIN' MY DUTY.

YOU HAD NO RIGHT TO STOP ME!

SO SUE ME, ANVIL.

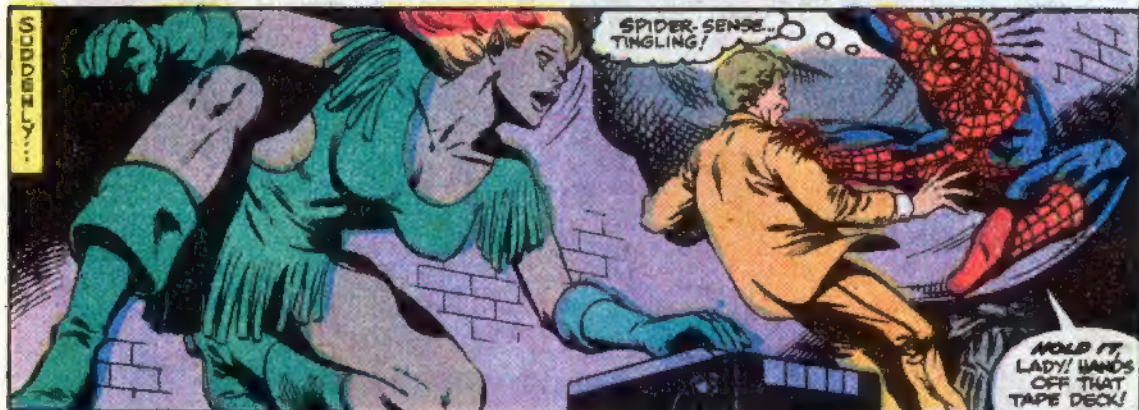
YOU OKAY, FELLA?



HUH? YEAH, I'M FINE. BOY, AM I GLAD TO SEE YOU, SPIDER-MAN! I MEAN, MY FUTURE-- MY WHOLE LIFE-- IS BOUND UP IN THOSE VIDEO-TAPES.

WHY ARE CARLSON'S GOONS AFTER YOU, THOUGH? WHAT EXACTLY DID YOU FILM?

I CAN'T TELL YOU THAT.



SPIDER-SENSE... TINGLING!

HOLD IT, LADY! HANDS OFF THAT TAPE DECK!



CRIPES-- SHE MOVES LIKE GREASED LIGHTNING. BY THE TIME I'M OUT OF THE ALLEY, SHE'S HALFWAY DOWN THE BLOCK. AND SHE'S GOT THE TAPE!

A WHOLE LOT OF PEOPLE SEEM TO BE INTERESTED IN WHAT THAT GUY PHOTOGRAPHED.

I THINK I'D BETTER FIND OUT WHY.



SPIDEY-- WAIT!

HE'S NOT LISTENING. HE'S GOING AFTER THAT GIRL.

BOY-OH-BOY-- WHAT A SCOOP!



AN OUTER SPACE HIJACK. ALIENS-- AND SPIDER-MAN, TOO.

THIS STORY'S GOTTA BE WORTH A PULITZER PRIZE!

NIKKY'S PHENOMENAL SPEED TAKES OUR HERO SO MUCH BY SURPRISE THAT BEFORE HE CAN SMAS HER WITH A WEB-LINE SHE'S BOLTED INTO A NEARBY TAXI...

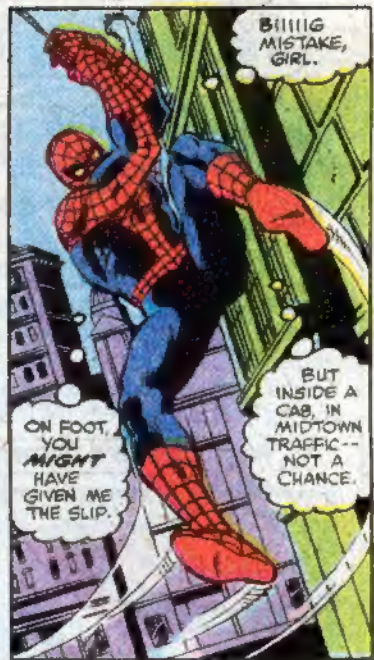


...AND IS ON HER WAY.

SHEEE, THAT WAS CLOSE--!



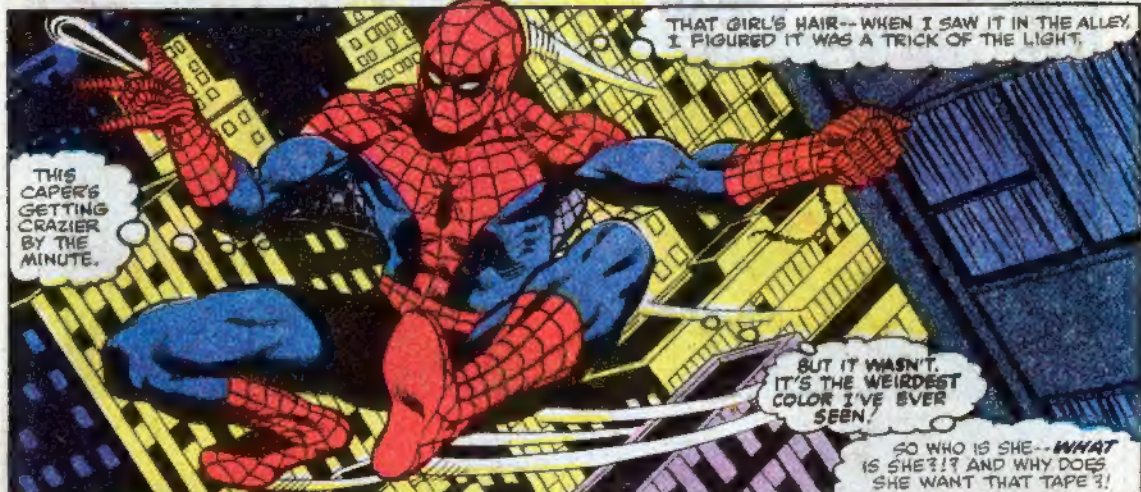
7th AVENUE AND 55th STREET, PLEASE, AND STEP ON IT!
GOTCHA, LADY.



ON FOOT, YOU MIGHT HAVE GIVEN ME THE SLIP.

BILLING MISTAKE, GIRL.

BUT INSIDE A CAB, IN MIDTOWN TRAFFIC-- NOT A CHANCE.



THIS CAPER'S GETTING CRAZIER BY THE MINUTE.

THAT GIRL'S HAIR-- WHEN I SAW IT IN THE ALLEY, I FIGURED IT WAS A TRICK OF THE LIGHT.

BUT IT WASN'T. IT'S THE WEIRDEST COLOR I'VE EVER SEEN.

SO WHO IS SHE-- WHAT IS SHE?? AND WHY DOES SHE WANT THAT TAPE?!



AHA-- THE CAB'S STOPPING. BUT WHAT GIVES?! WE'RE ONLY A BLOCK FROM THE D.R.C. TOWER!



KEEP THE CHANGE, DRIVER.

THANKS, I-- HOLY COW, YOUR HAIR?!

LIKE IT? IT'S NATURAL, TOO!



HI, THERE ~ REMEMBER ME?





I'VE GOT NEWS FOR YOU, SPIDER-MAN--

EH--?!

--THINGS ARE ALREADY OUT OF HAND!



WHOUUFF!!

KWAH!!

THUMP!



THAT TEARS IT, YOU TWO! I TRIED TO BE NICE-- I TRIED TO GIVE YOU A CHANCE TO EXPLAIN YOURSELVES-- AND WHAT DID I GET FOR MY TROUBLES?!

A SIZE-SIX IN THE GUT!

YOU ASKED FOR THIS, FLAME-BRAIN...

SPIDER-MAN-- STOP!

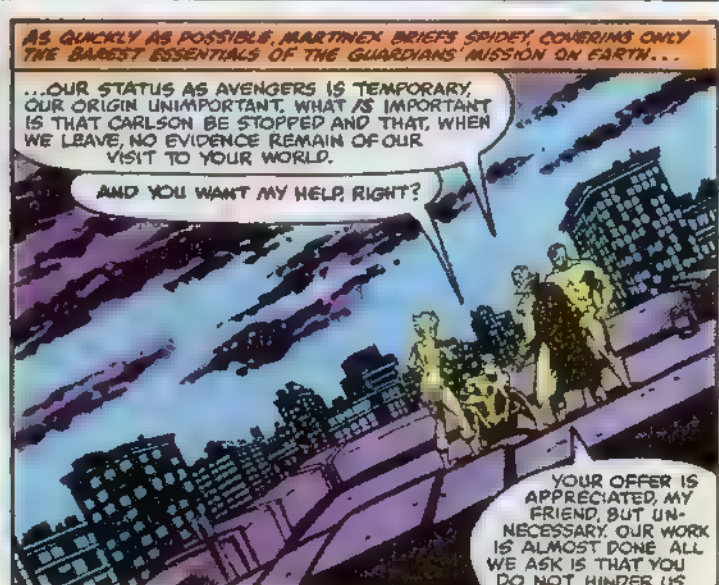
AND YOU, NIKKI-- BACK OFF!



WE'RE NOT YOUR ENEMIES, SPIDER-MAN

PLEASE-- DON'T BE ALARMED BY MY APPEARANCE

WHY SHOULD I? I RUN INTO TALKING MIRROR-MEN WITH AVENGERS I.D. EVERY DAY.



AS QUICKLY AS POSSIBLE, MARTINEZ BRIEFS SPIDEY, COVERING ONLY THE BARREST ESSENTIALS OF THE GUARDIANS' MISSION ON EARTH...

...OUR STATUS AS AVENGERS IS TEMPORARY, OUR ORIGIN UNIMPORTANT, WHAT IS IMPORTANT IS THAT CARLSON BE STOPPED AND THAT, WHEN WE LEAVE, NO EVIDENCE REMAIN OF OUR VISIT TO YOUR WORLD.

AND YOU WANT MY HELP, RIGHT?

YOUR OFFER IS APPRECIATED, MY FRIEND, BUT UNNECESSARY. OUR WORK IS ALMOST DONE ALL WE ASK IS THAT YOU DO NOT HINDER US.

AT THAT MOMENT, ON THE EXECUTIVE FLOOR OF THE D.R.C. TOWER...

...IT WASN'T MY FAULT, MR. CARLSON! I HAD THE KID COLD-- TILL SPIDER-MAN BUTTED IN!

ANVIL, I HAD YOU AND YOUR CELL-MATE, "HAMMER" JACKSON RELEASED FROM PRISON...

...BECAUSE I NEEDED GOOD MEN, AND I WAS TOLD YOU TWO WERE THE BEST.

RECOGNIZE THIS?

THIS IS YOUR CHANCE TO PROVE IT.

OUR CHAIN! THAT CRAZY CHAIN THE ALIEN GAVE US!*

PRECISELY! THE ENERGY SYNTHECON-- GOOD AS NEW.

*IN HULK #182-- ANIABLE AL.

THAT'S JIVE, MAN! THE HULK TORE IT TO BITS-- AN' ALMOST FRIED BOTH OUR BRAINS IN THE PROCESS!

I UNDERSTAND YOUR FEARS, ANVIL-- BUT THEY ARE GROUNDFLESS.

MY SCIENTISTS ASSURE ME THAT, THIS TIME, THE BOND BETWEEN YOU WILL NO LONGER BE PSYCHIC, BUT MERELY PHYSICAL. YOU CAN REMOVE THE SYNTHECON WHENEVER-- AND AS OFTEN-- AS YOU WISH.

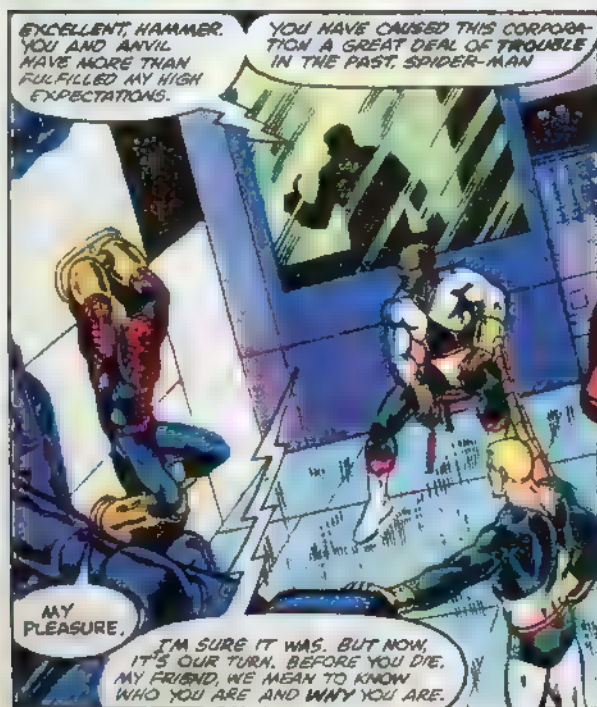
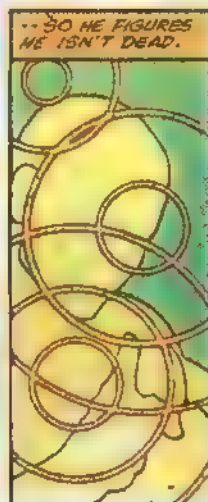
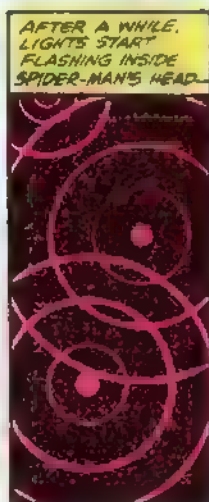
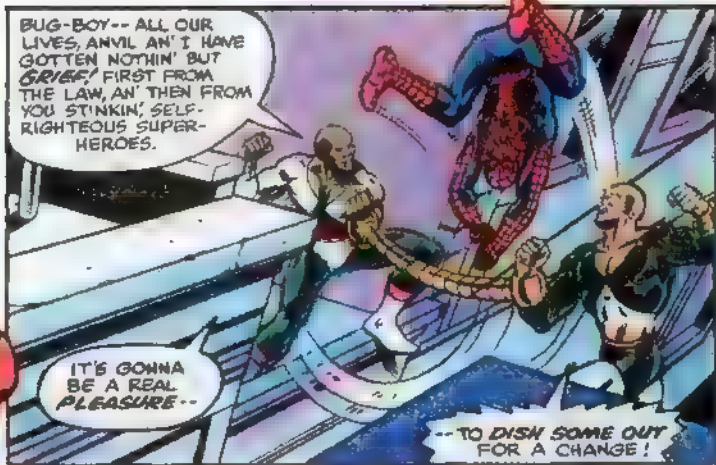
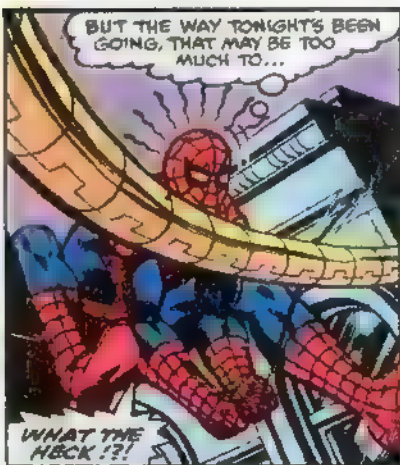
I OFFER YOU POWER, GENTLEMAN-- THE SAME TREMENDOUS STRENGTH THE SYNTHECON GAVE YOU BEFORE--

SOON... BEINGS FROM OTHER WORLDS-- I STILL FIND IT HARD TO BELIEVE, BUT I SUPPOSE THEY'RE NO CRAZIER...

YOU KNOW, LIFE WAS A LOT SIMPLER WHEN I WAS JUST YOUR BASIC FRIENDLY "NEIGHBORHOOD" SPIDER-MAN.

STILL NO SIGN OF THAT PHOTOGRAPHER, I'M SURE I HEARD A CAMERA SHUTTER CLICK AS I WENT AFTER NIKKI. I PROMISED MARTINEZ I'D GET THAT FILM, TOO.

... THAN THE WITCH QUEENS, DEVIL'S DAUGHTERS, SORCERER-WEREWOLVES OR OTHER ASSORTED WACKOS I'VE BEEN RUNNING INTO LATELY.



BUT EVEN IF THAT GOAL PROVES UNATTAINABLE, I'LL AT LEAST HAVE THE PLEASURE OF RIDDING MY FIRM OF AN ANNOYING FOE.

REMOVE HIS MASK, ANVIL. LET'S FIND OUT ONCE AND FOR ALL WHO WE'RE DEALING WITH.

ANVIL, DID YOU HEAR ME?! STRIP OFF HIS MASK!

MR. CARLSON, HAMMER-- SOMETHIN'S HAPPENIN' TO THE WALL!

HOLY--!!

HAVE NO FEAR, WEB-SLINGER!

THE GUARDIANS OF THE GALAXY ARE HERE!

SHOOT-- IT'S GETTIN' SO THERE ARE MORE BLASTED SUPER-HEROES IN THIS TOWN..

...THAN THERE ARE COPS!

WE SAW YOU GET CAPTURED, SPIDER-MAN. SORRY WE COULDN'T BAIL YOU OUT SOONER.

WE HAD TO MAKE SURE WE ERASED ALL THE "DRYDOCK" TAPES!

AN' NOW IT'S YOUR TURN TO GET ERASED, KID, 'CAUSE YOU'RE CAUGHT BETWEEN HAMMER AN' ANVIL!

TAKE 'EM PARTNER!

OOPS!

SKATZ!

SKATZ!

SHE FIRES AS SHE FALLS.

EVEN THOUGH SHE IS OFF-BALANCE, HER ENERGY BOLT IS DEAD ON TARGET.

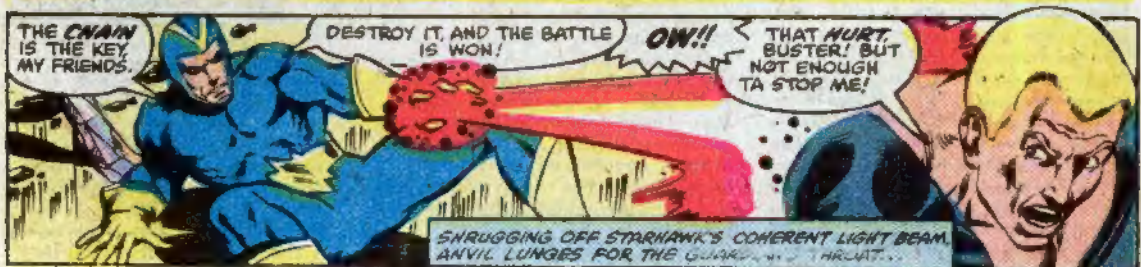
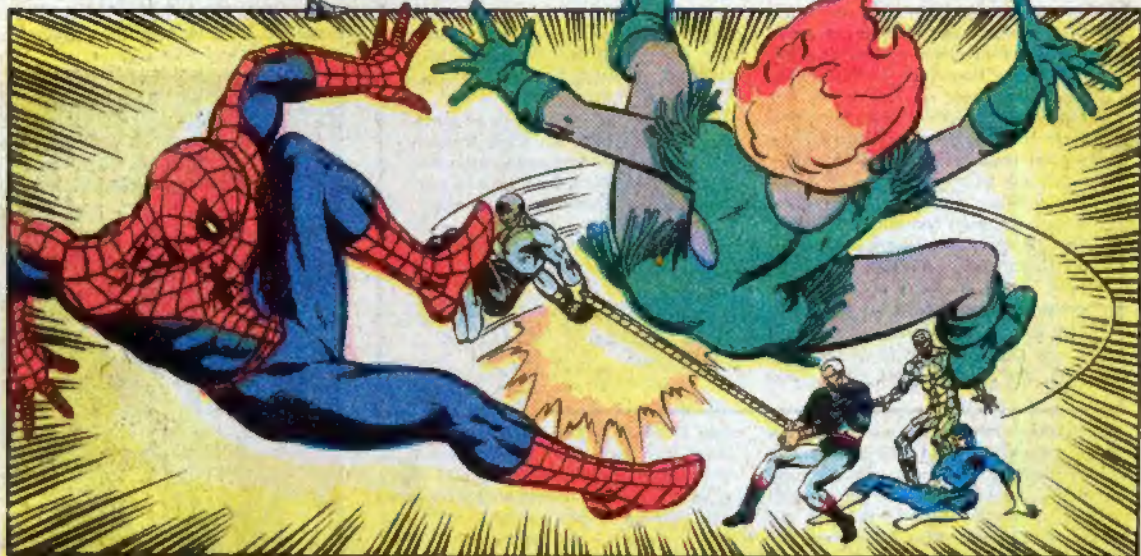
A MOMENT LATER-- AFTER SPIDEY WAS WRENCHED FREE OF HIS LEG IRONS-- THE ROOM VIRTUALLY EXPLODES.

IT'S A FIERCE BRUTAL, NO-HOLDS-BARRED FIGHT.

ORDINARILY, NEITHER HAMMER NOR ANVIL WOULD BE A MATCH FOR ANY ONE OF OUR HEROES. THE ENERGY-SYNTHCON HAS CHANGED ALL THAT.

THE GIFT OF A GRATEFUL EXTRA-TERRESTRIAL WHOSE LIFE THE TWO MEN HAD UNWITTINGLY SAVED, THE SYNTHCON DRAWS ITS POWER FROM ANY AND ALL FORMS OF KINETIC ENERGY AROUND IT--

--THEREBY GIVING HAMMER AND ANVIL ALMOST LIMITLESS STRENGTH.



...ONLY TO BE LITERALLY FROZEN IN HIS TRACKS BY A BLAST OF
EXTREME COLD FIRED BY MARTINEK.

IN THE BLINK
OF AN EYE,
THE PLUVIAN
SHEATHES
THE ENERGY-
SYNTHICON
IN ICE...

...LOWERING
ITS TEMPERA-
TURE QUICKLY
TOWARDS ABSO-
LUTE ZERO.

I THINK I UNDERSTAND
WHAT MARTINEK IS
TRYING TO DO--**UH-OH!**
HAMMER'S GOING
AFTER HIM!

THWIP!

I'VE GOT TO MOVE FAST!
THAT INTENSE COLD
SHOULD MAKE THE SYNTHICON
INCREDIBLY BRITTLE. SO,
WITH LUCK, ONE GOOD TUG--

--SHOULD
SHATTER
IT!

SNAP!

EXCELLENT,
SPIDER-MAN!

WITH THE SYNTHICON DESTROYED,
THESE MEN BECOME NORMAL
HUMANS ONCE AGAIN. THEY SHOULD
GIVE US NO MORE TROUBLE.

--THEY DON'T.

WE HAVE ALL
WE CAME FOR,
SPIDER-MAN.
OUR THANKS
FOR YOUR
ASSISTANCE.

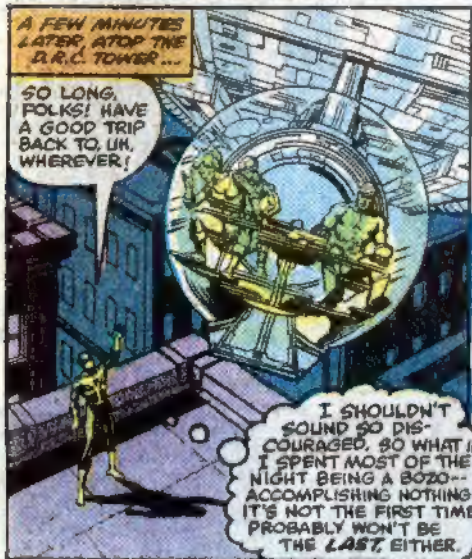
WHAT
ASSISTANCE,
STARHAWK?

ALL I DID WAS GET MYSELF
CAPTURED AND BEAT UP--
AS USUAL.

MARTINEK'S
PSY-COMP HAS
ENSURED THAT
HAMMER AND
ANVIL WILL HAVE
NO MEMORY OF
US--OR YOU--
WHEN THEY AWAKE.

FINE BY ME.
TOO BAD THEIR
BOSS, CARLSON,
GOT AWAY IN
THE CONFUSION.

YOU PEOPLE HAD
BETTER GET MOVING.
FOR ALL WE KNOW,
HE MAY HAVE CALLED
THE COPS.



NEXT: IF YOU HEAR THE PANTHER CROAK